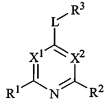
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1 (currently amended): A compound of Formula I:



I

or a pharmaceutically acceptable salt, a hydrate, a solvate or an isomer, in which:

X^1 and X^2 are independently selected from the group consisting of -N= and $-CR^4=$, wherein R^4 is hydrogen or C_{1-4}alkyl;

L is selected from the group consisting of a bond, -O- and $-NR^5-$, wherein R^5 is hydrogen or C_{1-4}alkyl;

R^2 is selected from the group consisting of hydrogen, halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy; and

R^3 is selected from the group consisting of:

C_{3-8}heterocycloalkyl-C_{0-4}alkyl, C_{5-10}heteroaryl-C_{0-4}alkyl, ~~C_{6-10}aryl-C_{0-4}alkyl and $-X^3NR^8R^8$, with the proviso that C_{6-10}aryl-C_{0-4}alkyl is C_{6-10}aryl-C_{1-4}alkyl when X_1 is CR^4 and X_2 is N;~~ wherein any alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; and any aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of ~~halo, nitro, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl,~~ hydroxy-C_{1-6}alkyl, ~~C_{1-4}alkoxy, halo-substituted C_{1-4}alkoxy,~~ phenyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$,

$-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$;

C_{6-10}aryl-C_{0-4}alkyl substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$;

wherein phenyl can be further substituted by a radical selected from $-NR^8R^8$ or $-C(O)NR^8R^8$; X^3 is as described above; R^8 is hydrogen, C_{1-6}alkyl, hydroxy-C_{1-6}alkyl or C_{2-6}alkenyl; and R^9 is hydroxy, C_{6-10}aryl-C_{0-4}alkyl, C_{6-10}aryl-C_{0-4}alkyloxy, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, amino, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy, halo-substituted C_{1-4}alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C_{5-9}heteroaryl, C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$, $-C(O)R^{10}$ and $-NR^{11}R^{11}$, wherein R^{10} is C_{5-6}heteroaryl and R^{11} is hydroxy-C_{1-4}alkyl; and

$-X^3NR^8R^8$, wherein R^8 is hydroxy-C_{1-6}alkyl or C_{2-6}alkenyl;

i) when X^1 is -N= and X^2 is $-CR^4$

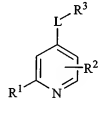
R^1 is selected from the group consisting of $-X^3NR^6R^7$[[,]] and $-X^3OR^7$ ~~and $-X^3R^7$~~; wherein X^3 is a bond or C_{1-4}alkylene, R^6 is hydrogen or C_{1-4}alkyl and R^7 is selected from the group consisting of C_{6-10}aryl and C_{5-6}heteroaryl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino,

C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy, ~~with the proviso that halo or halo-substituted C_{1-4}alkyl on C_{6-10}aryl is not in the *meta* position with respect to the N or the O substituent, when X^3 is a bond; and is not in the *meta* position with respect to the CH_2 substituent, when X^3 is CH_2.~~

ii) when X^1 is $-CR^4$, X^2 is -N=

R^1 is selected from the group consisting of $-X^3NR^6R^7$, $-X^3OR^7$ and $-X^3C_{6-10}$aryl, wherein X^3 is a bond or C_{1-4}alkylene, R^6 is hydrogen or C_{1-4}alkyl and R^7 is selected from the group consisting of C_{6-10}aryl and C_{5-6}heteroaryl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy.

2 (withdrawn): The compounds of claim 1 of Formula Ia:



(Ia)

in which

L is a bond;

R^1 is selected from the group consisting of $-NHR^7$, $-OR^7$ and $-R^7$, wherein R^7 is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy;

R^2 is hydrogen or C_{1-4}alkyl; and

R^3 is C_{6-10}aryl-C_{0-4}alkyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of $-C(O)NR^8R^8$, $-C(O)NR^8R^9$, $-C(O)R^9$ and $-C(O)NR^8(CH_2)_2NR^8R^8$, wherein R^8 is hydrogen, C_{1-6}alkyl or hydroxy-C_{1-6}alkyl; and R^9 is C_{3-8}heterocycloalkyl-C_{0-4}alkyl, optionally substituted by $-C(O)NR^8R^8$.

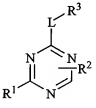
3 (withdrawn): The compounds of claim 2 in which

R^1 is $-NHR^7$, wherein R^7 is phenyl substituted with halo-substituted C_{1-4}alkyl or halo-substituted C_{1-4}alkoxy;

R^2 is hydrogen; and

R^3 is phenyl substituted with $-C(O)NH(CH_2)_2OH$, $-C(O)NHR^9$, $-C(O)R^9$ or $-NH(CH_2)_2N(CH_3)_2$, wherein R^9 is morpholino-ethyl or piperidinyl, substituted with $-C(O)NH_2$.

4 (withdrawn): The compounds of claim 1 of Formula Ib:



(Ib)

in which

L is a bond;

R^1 is selected from the group consisting of $-NHR^7$, $-OR^7$ and $-R^7$, wherein R^7 is phenyl or pyridinyl optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy;

R^2 is hydrogen or C_{1-4}alkyl; and

R^3 is selected from C_{5-6}heteroaryl-C_{0-4}alkyl or C_{6-10}aryl-C_{0-4}alkyl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals selected from the group consisting of C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$, $-C(O)NR^8R^9$, $-C(O)R^9$, $-NR^8R^9$ and $-NR^8(CH_2)_2NR^8R^8$, wherein R^8 is hydrogen, C_{1-6}alkyl or hydroxy-C_{1-6}alkyl; and R^9 is C_{6-10}aryl-C_{0-4}alkyl, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein any aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of hydroxy, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$ and $-S(O)_2NR^8R^8$.

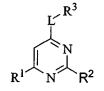
5 (withdrawn): The compounds of claim 4 in which

R^1 is -NHR^7, wherein R^7 is phenyl substituted with halo-substituted C_{1-4}alkyl or halo-substituted C_{1-4}alkoxy;

R^2 is hydrogen; and

R^3 is pyridinyl or phenyl, optionally substituted with 1 to 3 radicals selected from the group consisting of -$C(O)NH(CH_2)_2OH$, -$C(O)NHCH(C_3H_7)_2CH_2OH$, -$C(O)NH(CH_2)_2CH_3$, -$C(O)N(CH_3)_2$, -$C(O)NH(CH_2)_2N(CH_3)_2$, -$C(O)NHR^9$, -$C(O)N(C_2H_5)R^9$ and -$C(O)R^9$, wherein R^9 is phenyl, phenethyl, pyridinyl, pyrrolidinyl, piperidinyl, morpholino or morpholino-ethyl; wherein any aryl, heteroaryl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of hydroxy, C_{1-4}alkyl, -CH_2OH, -$(CH_2)_2OH$, pyrrolidinyl, piperazinyl, -$C(O)NH_2$, -$C(O)N(C_2H_5)_2$ and -$S(O)_2NH_2$.

6 (currently amended): The compounds of claim 1 of Formula Ic:



(Ic)

in which

L is a bond, -NH-, -$N(C_2H_5)$- or -O-;

R^1 is selected from the group consisting of -NHR^7, -OR^7 and phenyl -R^7, wherein R^7 is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy; and

R^2 is hydrogen or C_{1-4}alkyl.

7 (currently amended): The compounds of claim 6 in which

L is a bond; and

R^3 is selected from the group consisting of C_{3-8}heterocycloalkyl-C_{0-4}alkyl[[,]] and C_{5-10}heteroaryl-C_{0-4}alkyl ~~and C_{6-10}aryl-C_{0-4}alkyl~~; wherein any aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, C_{1-4}alkoxy, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$,$-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; or C_{6-10}aryl-C_{0-4}alkyl substituted with 1-3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$,$-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; R^8 is hydrogen, C_{1-6}alkyl or hydroxy-C_{1-6}alkyl; R^9 is C_{6-10}aryl-C_{0-4}alkyl, C_{6-10}aryl-C_{0-4}alkyloxy, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C_{5-9}heteroaryl, C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$ and $-C(O)R^{10}$, wherein R^{10} is C_{5-6}heteroaryl.

8 (currently amended): The compounds of claim 7 in which R^3 is selected from the group consisting of morpholino, 1,4-dioxa-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, ~~phenyl,~~ naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1*H*-benzoimidazolyl; wherein any aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 2 radicals independently selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, -C(O)OH, -C(O)H, $-C(O)OCH_3$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$,

-C(O)NHCH$_3$, -S(O)$_2$NH$_2$, -S(O)$_2$CH$_3$, chloro, -NH$_2$, -C(O)CH$_3$, =NOCH$_3$, -NH(CH$_2$)$_2$N(CH$_3$)$_2$, -NH(CH$_2$)$_3$NH$_2$, -NH(CH$_2$)$_2$OH, -C(O)NH(CH$_2$)$_2$N(CH$_3$)$_2$, -NHR^9, -O(CH$_2$)$_2$N(CH$_3$)$_2$, morpholino, piperazinyl, -NHC(O)CH$_3$, -NHC(O)NHC$_4$H$_9$, -C(O)NHC$_4$H$_9$, -C(O)NHC$_3$H$_7$, -C(O)NHC$_5$H$_{10}$OH, -C(O)N(C$_2$H$_4$OH)$_2$, -C(O)NHC$_2$H$_4$OH, -C(O)NH(CH$_2$)$_2$OH, -NHC(O)R^9, -C(O)NHR^9, -NHC(O)NHR^9, -C(O)R^9, -NHS(O)$_2$C$_4$H$_9$, -NHS(O)$_2$CH$_3$, -NHS(O)$_2$R^9, -S(O)$_2$R^9, -S(O)$_2$NHR^9, -C(O)NH$_2$ and -C(O)NH(CH$_2$)$_2$N(CH$_3$)$_2$; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of hydroxymethyl, -C(O)OH, -C(O)H, -C(O)N(C$_2$H$_5$)$_2$, -C(O)N(CH$_3$)$_2$, -C(O)NHCH$_3$, -S(O)$_2$NH$_2$, -S(O)$_2$CH$_3$, -NH$_2$, -C(O)CH$_3$, =NOCH$_3$, -NH(CH$_2$)$_2$N(CH$_3$)$_2$, -NH(CH$_2$)$_3$NH$_2$, -NH(CH$_2$)$_2$OH, -C(O)NH(CH$_2$)$_2$N(CH$_3$)$_2$, -NHR^9, -O(CH$_2$)$_2$N(CH$_3$)$_2$, morpholino, piperazinyl, -NHC(O)CH$_3$, -NHC(O)NHC$_4$H$_9$, -C(O)NHC$_4$H$_9$, -C(O)NHC$_3$H$_7$, -C(O)NHC$_5$H$_{10}$OH, -C(O)N(C$_2$H$_4$OH)$_2$, -C(O)NHC$_2$H$_4$OH, -C(O)NH(CH$_2$)$_2$OH, -NHC(O)R^9, -C(O)NHR^9, -NHC(O)NHR^9, -C(O)R^9, -NHS(O)$_2$C$_4$H$_9$, -NHS(O)$_2$CH$_3$, -NHS(O)$_2$R^9, -S(O)$_2$R^9, -S(O)$_2$NHR^9, -C(O)NH$_2$ and -C(O)NH(CH$_2$)$_2$N(CH$_3$)$_2$; R^9 is phenethyl, 2-phenoxy-ethyl, 1H-imidazolyl-propyl, pyridinyl, pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl, tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl, benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH$_3$)$_2$, -C(O)NH$_2$, -S(O)$_2$NH$_2$, -C(O)N(CH$_3$)$_2$, cyano or -C(O)R^{10}; and R^{10} is furanyl.

9 (currently amended): The compounds of claim 6 in which

L is -NH-, -N(C$_2$H$_5$)- or -O-; and

R^3 is ~~selected from the group consisting of~~ C$_{5-10}$heteroaryl-C$_{0-4}$alkyl ~~and C$_{6-10}$aryl-C$_{0-4}$alkyl;~~, wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals

independently selected from the group consisting of C_{1-4}alkoxy, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$,-$X^3S(O)_2NR^8R^8$, $-X^3NR^8C(O)R^8$ and $-X^3NR^8C(O)NR^8R^9$; or C_{6-10}aryl-C_{0-4}alkyl substituted with 1 to 3 radicals independently selected from the group consisting of C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$,-$X^3S(O)_2NR^8R^8$, $-X^3NR^8C(O)R^8$ and $-X^3NR^8C(O)NR^8R^9$; R^8 is hydrogen or C_{1-6}alkyl; and R^9 is C_{6-10}aryl-C_{0-4}alkyl optionally substituted by up to 2 halo-substituted C_{1-4}alkyl radicals.

10 (currently amended): The compounds of claim 9 in which R^3 is selected from the group consisting of quinolinyl[[,]] and pyridinyl ~~and phenyl~~; wherein any aryl or heteroaryl is optionally substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, methoxy, $-C(O)NH_2$, $-NHC(O)NHR^9$ and $-S(O)_2NH_2$; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, $-C(O)NH_2$, $-NHC(O)NHR^9$ and $-S(O)_2NH_2$; and R^9 is phenyl substituted by trifluoromethyl.

11 (currently amended): A pharmaceutical composition for the treatment of tumors in warm-blooded animal[[s]], comprising an effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

12 (previously presented): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim 1, wherein said compound of claim 1 inhibits Bcr-abl.

13 (cancelled)

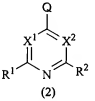
14 (cancelled)

15 (original): A method of inhibiting Bcr-abl activity, the method comprising contacting Bcr-abl with a compound that binds to a myristoyl binding pocket of Bcr-abl.

16 (original): The method of claim 15, wherein the compound is a compound of claim 1.

17 (previously presented): A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 3, 4, 5 or 6 in the presence of a catalyst or a base:



(2)

$R^3-B(OH)_2$ (3) R^3-SnBu_3 (4) R^3-OH (5) R^3-NR^5H (6)

in which X^1, X^2, R^1, R^2, R^3 and R^5 are as defined for Formula I above with the proviso that R^2 is not halo, halo-substituted C_{1-4}alkyl or halo-substituted C_{1-4}alkoxy when said step (a) comprises reacting a compound of Formula 2 with a compound of Formula 3 or 4 and Q represents a fluoro, chloro, bromo or iodo; or

(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

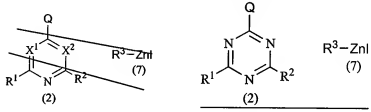
(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and

(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

18 (currently amended): A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 7:



wherein Q is halo; R^1 is NHPh substituted with halo-substituted C_{1-4}alkoxy; R^2 is H or C_{1-4}alkyl; and R^3 is phenyl substituted with a member selected from the group consisting of $-C(O)OR^8$, $-C(O)R^9$, $-C(O)NR^8R^9$, $-C(O)NR^8(CH_2)_{1-4}R^9$ and $-C(O)NR^8(CH_2)_{1-4}NR^8R^8$, wherein R^8 is H or C_{1-6}alkyl; and R^9 is hydroxyl, C_{4-5}heterocycloalkyl or C_6cycloalkyl; wherein R^9 is optionally substituted with a member selected from the group consisting of hydroxyl, heterocycloalkyl, hydroxyl-C_{1-6}alkyl and $-C(O)NR^8R^8$;

(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and

(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

19 (previously presented): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.